

O'MELVENY & MYERS LLP

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CENTURY CITY
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WASHINGTON, D.C.

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HONG KONG
LONDON
SHANGHAI
TOKYO

March 11, 1999

OUR FILE NUMBER
907,355-011
659535.1

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, DC 20423

WRITER'S DIRECT DIAL
212-326-2238

WRITER'S E-MAIL ADDRESS
jgriedman@omm.com

Re: WMATA 1999 Trust CCC A

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of Section 11301, title 49 of the United States Code are an original and copy each of (1) the Short Form of Head Lease, (2) the Short Form of Lease, and (3) the Short Form of Equipment Mortgage & Pledge Agreement, each dated as of March 11, 1999. These are all primary documents as defined in the Surface Transportation Board's Rules for the recordation of documents.

The names and addresses of the parties to the enclosed documents are:

Short Form of Head Lease

Lessor:

Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Lessee:

WMATA 1999 Trust CCC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Counterpart - N

Short Form of Lease

Lessor:

WMATA 1999 Trust CCC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Lessee:

Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Short Form of Equipment Mortgage & Pledge Agreement

Mortgagor:

Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Mortgagee:

WMATA 1999 Trust CCC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

A description and the number of the Equipment covered by the enclosed documents is set forth on Exhibit A attached to each of the above-listed Short Form Agreements.

Additionally, I have enclosed for recordation an original and one copy each of (1) the Short Form of Loan Agreement, dated as of March 11, 1999, which is a secondary document. The Short Form of Loan Agreement relates to the above-listed documents; (2) the Short Form of Head Lessor's Lease Mortgage, dated as of March 11, 1999, which is both a primary and a secondary document. The Short Form of Head Lessor's Lease Mortgage relates to the Short Form of Lease; and (3) the Short Form of Lessor's Security Agreement, dated as of March 11, 1999, which is both a primary and a secondary document. The Short Form of Lessor's Security Agreement relates to the Short Form of Head Lease.

The names and addresses of the parties to the enclosed documents are:

Short Form of Loan Agreement - C

Assignor:

WMATA 1999 Trust CCC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Assignee:

AIG-FP Funding (Cayman) Limited, as agent for
the Series A, Series B Lenders and Series C Lenders
c/o Maples & Calder
P.O. Box 309
Ugland House
South Church Street
Grand Cayman, Cayman Islands
British West Indies

Short Form of Head Lessor's Lease Mortgage - D

Assignor:

WMATA 1999 Trust CCC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Assignee:

Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Mortgagor:

WMATA 1999 Trust CCC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Mortgagee:

Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Short Form of Lessor's Security Agreement - E

Assignor:

WMATA 1999 Trust CCC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

Assignee:

Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Mortgagor:

WMATA 1999 Trust CCC A
c/o Wilmington Trust Company
Rodney Square North
1100 North Market Street
Wilmington, Delaware 19890

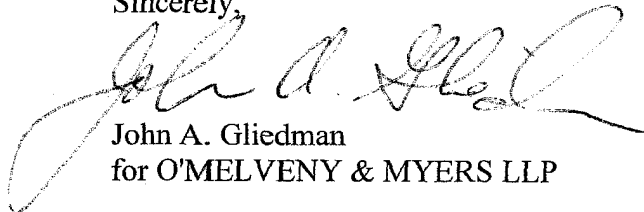
Mortgagee:

Washington Metropolitan Area Transit Authority
600 Fifth Street N.W.
Washington, DC 20001

Please cross-reference the above three agreements under the names Washington Metropolitan Area Transit Authority and WMATA 1999 Trust CCC A.

We enclose the filing fee pursuant to the applicable regulations. Please stamp and return original documents to Mr. Richard Vorosmarti of the Federal Research Corporation, 400 Seventh St., N.W., Suite 101, Washington, D.C. 20004. WMATA has appointed Mr. Vorosmarti as its attorney-in-fact for the purpose of making this filing.

Sincerely,



John A. Gliedman
for O'MELVENY & MYERS LLP

EXHIBIT A

RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1985)	3074
Breda Series 3000 (1985)	3075
Breda Series 3000 (1985)	3114
Breda Series 3000 (1985)	3115
Breda Series 3000 (1985)	3116
Breda Series 3000 (1985)	3117
Breda Series 3000 (1985)	3120
Breda Series 3000 (1985)	3121
Breda Series 3000 (1985)	3122
Breda Series 3000 (1985)	3123
Breda Series 3000 (1985)	3126
Breda Series 3000 (1985)	3127
Breda Series 3000 (1985)	3132
Breda Series 3000 (1985)	3133

Breda Series 3000 (1986)	3118
Breda Series 3000 (1986)	3119
Breda Series 3000 (1986)	3124
Breda Series 3000 (1986)	3125
Breda Series 3000 (1986)	3128
Breda Series 3000 (1986)	3129
Breda Series 3000 (1986)	3130
Breda Series 3000 (1986)	3131
Breda Series 3000 (1986)	3134
Breda Series 3000 (1986)	3135
Breda Series 3000 (1986)	3136
Breda Series 3000 (1986)	3137
Breda Series 3000 (1986)	3138
Breda Series 3000 (1986)	3139
Breda Series 3000 (1986)	3140
Breda Series 3000 (1986)	3141
Breda Series 3000 (1986)	3142
Breda Series 3000 (1986)	3143
Breda Series 3000 (1986)	3144
Breda Series 3000 (1986)	3145
Breda Series 3000 (1986)	3146
Breda Series 3000 (1986)	3147
Breda Series 3000 (1986)	3148
Breda Series 3000 (1986)	3149
Breda Series 3000 (1986)	3150
Breda Series 3000 (1986)	3151

RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1986)	3152
Breda Series 3000 (1986)	3153
Breda Series 3000 (1986)	3154
Breda Series 3000 (1986)	3155
Breda Series 3000 (1986)	3156
Breda Series 3000 (1986)	3157
Breda Series 3000 (1986)	3158
Breda Series 3000 (1986)	3159
Breda Series 3000 (1986)	3160
Breda Series 3000 (1986)	3161
Breda Series 3000 (1986)	3162
Breda Series 3000 (1986)	3163
Breda Series 3000 (1986)	3190
Breda Series 3000 (1986)	3191
Breda Series 3000 (1986)	3192
Breda Series 3000 (1986)	3193
Breda Series 3000 (1986)	3164
Breda Series 3000 (1986)	3165
Breda Series 3000 (1986)	3166
Breda Series 3000 (1986)	3167
Breda Series 3000 (1986)	3168
Breda Series 3000 (1986)	3169
Breda Series 3000 (1986)	3170
Breda Series 3000 (1986)	3171
Breda Series 3000 (1986)	3172
Breda Series 3000 (1986)	3173
Breda Series 3000 (1986)	3174
Breda Series 3000 (1986)	3175
Breda Series 3000 (1986)	3176
Breda Series 3000 (1986)	3177
Breda Series 3000 (1986)	3180
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Breda Series 3000 (1986)	3182
Breda Series 3000 (1986)	3183
Breda Series 3000 (1986)	3184
Breda Series 3000 (1986)	3185
Breda Series 3000 (1986)	3186
Breda Series 3000 (1986)	3187
Breda Series 3000 (1986)	3188
Breda Series 3000 (1986)	3189

RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1986)	3194
Breda Series 3000 (1986)	3195
Breda Series 3000 (1986)	3196
Breda Series 3000 (1986)	3197
Breda Series 3000 (1986)	3198
Breda Series 3000 (1986)	3199

Breda Series 3000 (1987)	3178
Breda Series 3000 (1987)	3179
Breda Series 3000 (1987)	3200
Breda Series 3000 (1987)	3201
Breda Series 3000 (1987)	3202
Breda Series 3000 (1987)	3203
Breda Series 3000 (1987)	3204
Breda Series 3000 (1987)	3205
Breda Series 3000 (1987)	3206
Breda Series 3000 (1987)	3207
Breda Series 3000 (1987)	3208
Breda Series 3000 (1987)	3209
Breda Series 3000 (1987)	3210
Breda Series 3000 (1987)	3211

RAILCARS RELATING TO CCC – WMATA TRANSACTION

Type	Serial No.
Breda Series 3000 (1987)	3212
Breda Series 3000 (1987)	3213
Breda Series 3000 (1987)	3214
Breda Series 3000 (1987)	3215
Breda Series 3000 (1987)	3216
Breda Series 3000 (1987)	3217
Breda Series 3000 (1987)	3218
Breda Series 3000 (1987)	3219
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Breda Series 3000 (1987)	3242
Breda Series 3000 (1987)	3243
Breda Series 3000 (1987)	3244
Breda Series 3000 (1987)	3245
Breda Series 3000 (1987)	3246
Breda Series 3000 (1987)	3247
Breda Series 3000 (1987)	3248
Breda Series 3000 (1987)	3249

RECORDING REQUESTED BY
AND WHEN RECORDED MAIL TO:

O'Melveny & Myers LLP
153 East 53rd Street
New York, New York 10022

SHORT FORM OF EQUIPMENT MORTGAGE AND PLEDGE AGREEMENT

This Short Form of Equipment Mortgage and Pledge Agreement is made and dated as of the 11 day of March, 1999, by and among, **WASHINGTON METROPOLITAN AREA TRANSIT AUTHORITY**, a body corporate and politic created and existing under and by virtue of a compact between the State of Maryland, the Commonwealth of Virginia and the District of Columbia (the "**Mortgagor**") and having an address at 600 Fifth Street, NW, Washington, DC 20001 and **WMATA 1999 TRUST CCC A**, a Delaware statutory business trust (the "**Mortgagee**"), having an address in care of Wilmington Trust Company, 1100 North Market Street, Wilmington, Delaware 19890-0001:

A. The Mortgagor desires to grant a security interest and lien as described below to Mortgagee, and Mortgagee desires to obtain such security interest and lien, on the terms and conditions set forth that certain Equipment Mortgage and Pledge Agreement, of date even herewith (the "**Equipment Mortgage**"), which by this reference is incorporated herein and made a part hereof as if set forth at length.

B. The Mortgagor and Mortgagee desire to record this Short Form of Equipment Mortgage and Pledge Agreement in order to give constructive notice with the U.S. Surface Transportation Board of Mortgagee's security interest in the Equipment.

In consideration of the foregoing recitals, and for other good and allowable consideration, the receipt and sufficiency of which are hereby acknowledged, the Mortgagor and Mortgagee agree as follows:

1. **Property Subject to Equipment Mortgage:** Mortgagor hereby grants a mortgage, security interest in and lien upon the following: (a) the Equipment described in **Exhibit A** attached hereto and incorporated herein by reference (the "**Equipment**"); (b) all rights, claims and causes of action, if any, that the Mortgagor may have against any Person in respect of the foregoing; and (c) all property received upon the sale, exchange, collection of any and all of the foregoing.

2. **Conflict With Equipment Mortgage:** In the event of any conflict between this Short Form of Equipment Mortgage and Pledge Agreement and the Equipment Mortgage, the terms, covenants and conditions of the Equipment Mortgage shall control.

3. **Counterparts:** This Short Form of Equipment Mortgage and Pledge Agreement may be executed in one or more counterparts, but there shall be only one original.

Signature pages may be detached from multiple separate counterparts and attached to a single counterpart so that all signature pages are physically attached the same instrument, which shall be the original of the Short Form of Equipment Mortgage and Pledge Agreement.

IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this Short Form of Equipment Mortgage and Pledge Agreement as of the date first above written.

MORTGAGOR:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: _____
Name:
Title:

MORTGAGEE:

WMATA 1999 TRUST CCC A

By: Wilmington Trust Company, not in its
individual capacity but solely as
Trustee

By:  _____
Name: **W. CHRIS SPONENBERG**
Title: **ASSISTANT VICE PRESIDENT**

IN WITNESS WHEREOF, the Mortgagor and Mortgagee have executed this Short Form of Equipment Mortgage and Pledge Agreement as of the date first above written.

MORTGAGOR:

WASHINGTON METROPOLITAN AREA
TRANSIT AUTHORITY

By: 

Name:

Title:

MORTGAGEE:

WMATA 1999 TRUST CCC A

By: Wilmington Trust Company, not in its
individual capacity but solely as
Trustee

By: _____

Name:

Title:

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Breda Series 3000 (1987)	3248
Breda Series 3000 (1987)	3249

Acknowledgment
Pursuant to 49 C.F.R. § 1177.3

I, Harold M. Bartlett, certify that I am
Secretary of Washington Municipal Area Transit Authority ("WMATA"), a
body corporate and politic created and existing under and by virtue of a compact between the
State of Maryland, the Commonwealth of Virginia and the District of Columbia, that the seal
affixed to the foregoing instrument is the seal of WMATA, that the instrument was signed and
sealed on behalf of WMATA by authority of its Board of Directors, and that I acknowledge that
the execution of the foregoing instrument was the free act and deed of WMATA. I further
declare under penalty of perjury that the foregoing is true and correct.

Executed on March __, 1999.

Harold M. Bartlett

Name:

Title:

Acknowledgment
Pursuant to 49 C.F.R. § 1177.3

I, W. CHRIS SPONENBERG, certify that I am
ASSISTANT VICE PRESIDENT of Wilmington Trust Company, the Trustee of WMATA 1999
TRUST CCC A, a Delaware statutory business trust, that the instrument was signed and sealed
on behalf of the Trust by authority of its Trustee, and that I acknowledge that the execution of
the foregoing instrument was the free act and deed of the Trust. I further declare under penalty
of perjury that the foregoing is true and correct.

Executed on March __, 1999.


Name: W. CHRIS SPONENBERG
Title: ASSISTANT VICE PRESIDENT